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TSC Group Holdings Limited

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 206)

PROFIT WARNING

This announcement is made by the Company pursuant to Rule 13.09(1) of the Listing Rules.

The Board wishes to inform shareholders and potential investors that the Group is expected to record a substantial decrease in net profits for the year ended 31 December 2011 as compared to the net profits for the year ended 31 December 2010.

Shareholders of the Company and potential investors are advised to exercise caution when dealing in the shares of the Company.

This announcement is made by TSC Group Holdings Limited (the “**Company**”) pursuant to Rule 13.09(1) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”).

The board of the Company (the “**Board**”) wishes to inform the shareholders of the Company (the “**Shareholders**”) and potential investors that the Company and its subsidiaries (collectively the “**Group**”) is expected to record a substantial decrease in net profits for the year ended 31 December 2011 as compared to the net profits for the year ended 31 December 2010, which was mainly attributable to the drop in revenue of the Group and the late commencement of projects signed during the fourth quarter of 2011.

The Company is still in the process of finalising the annual results for the year ended 31 December 2011. The information contained in this announcement is based on the information currently available and the assessment of the management accounts of the Group by the Company’s management. The management accounts of the Group have not been audited or reviewed by the Company’s auditor. Shareholders of the Company and potential investors should read the Group’s annual results announcement for the year ended 31 December 2011 carefully, which is expected to be published by end of March 2012.

Shareholders of the Company and potential investors are advised to exercise caution when dealing in the shares of the Company.

By order of the Board
TSC Group Holdings Limited
Jiang Bing Hua
Executive Chairman

Hong Kong, 6 March 2012

As of the date of this announcement, the Board comprises 2 executive Directors, namely Mr. Jiang Bing Hua and Mr. Zhang Menggui; 3 non-executive Directors, namely Mr. Jiang Longsheng, Mr. Brian Chang and Mr. Yu Yuqun; and 4 independent non-executive Directors, namely Mr. Chan Ngai Sang, Kenny, Mr. Bian Junjiang, Mr. Guan Zhichuan and Mr. Robert William Fogal Jr.